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September 26, 2019

Ms. Cathie Chiccine
Attorney-Advisor
U.S. Environmental Protection Agency, Region 7
11201 Renner Boulevard
Lenexa, Kansas 66219
Chiccine.catherine@epa.gov

Re: Request for Information Pursuant to CERCLA Section 104
Citizens Gas & Electric Former Manufactured Gas Plant, Council Bluffs, Iowa
EPA File ID: IAD 984569093

Dear Ms. Chiccine,

Enclosed please find Sempra Energy's responses to the U.S. EPA Region 7 request for information pursuant to 42 U.S.C. § 9604(e)(2) (the "Request") dated June 10, 2019. In accordance with our prior discussion and email correspondence, Sempra Energy was granted an extension to September 30, 2019 to submit these responses. Thank you for granting the extension.

As an initial matter, Sempra Energy has attempted in good faith to respond to the Request to the extent that it seeks information authorized by 42 U.S.C. § 9604(e)(2), but generally objects to the Request as overly broad and seeking information not authorized by the statute. Furthermore, the instructions, definitions and questions contained in the Request are irrelevant, vague, unduly burdensome, unreasonably broad, and an abuse of discretion, or arbitrary and capricious.

While Sempra Energy is providing the enclosed responses and documents, Sempra Energy has no reason to believe that it has contributed to, or is otherwise potentially responsible for, alleged contamination at the Citizens Gas & Electric Former Manufactured Gas Plant (the "Facility"). Sempra Energy acquired Energy Future Holdings Corp. ("EFH") as a wholly-owned indirect subsidiary through EFH's Plan of Reorganization in EFH's Bankruptcy Code Chapter 11 proceedings in 2018 (the "EFH Acquisition"). It appears that this is the reason for the Request directed to Sempra Energy. Even if Sempra Energy could be considered a successor to the owner or operator of the Facility (which does not appear to be the case), all claims pre-dating the effective date of the Plan of Reorganization and Bankruptcy Court's Confirmation Order are discharged unless agreed to in the Plan. This discharge includes any claim for contribution, cost recovery, or otherwise related to liability for remediation of the Facility.

Furthermore, information sought in the Request may have been destroyed prior to the EFH Acquisition or may be stored in locations not known to Sempra Energy or otherwise outside of Sempra Energy's possession, custody or control. This is because, among other reasons, the information sought in the Request concerns transactions or other activities that occurred many decades before the EFH Acquisition and many decades before EFH and Sempra Energy even existed.

Finally, Sempra Energy objects to the Request to the extent it requires production of information or documents which contain confidential business information, attorney work product or which are covered by the attorney-client privilege.

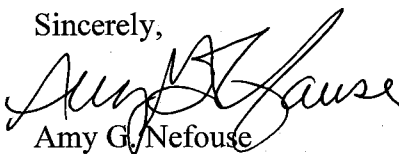
Nonetheless, and without waiving its objections, Sempra Energy has provided answers to the Request to the best of its ability and documents pursuant to a diligent search of materials in its possession, custody and control. In connection with the EFH Acquisition, Sempra Energy came into possession of some historical documents. In addition, we have discovered additional information from publicly available sources, which we are providing with these responses for EPA's convenience. However, Sempra Energy has limited knowledge of, or documents pertaining to, many of the questions included in the Request.

Sempra Energy requests that the information provided in response to Request 3.c that includes names of Sempra Energy employees who are officers and directors of Sempra Texas Holdings Corp. be kept confidential indefinitely. The identity of these employees in these roles is not otherwise publicly available and, as a general practice, Sempra Energy does not disclose this information due to concerns related to direct competitor recruiting and cyber-security threats.

Sempra Energy respectfully requests that it be dismissed from any further proceedings regarding this matter and that it be removed from any list of potentially responsible parties concerning the Facility. Sempra Energy reserves all rights, defenses and objections it may have and reserves the right to amend and supplement the enclosed responses should it discover additional information after further diligent inquiry.

If you have any questions, please feel free to contact me at (619) 699-5046 and anefouse@sempra.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Amy G. Nefouse", is written over the printed name.

Amy G. Nefouse
Senior Counsel
Sempra Energy

Enclosure

SEMPRA ENERGY RESPONSES

1. *Council Bluffs Gas Company operated the Facility. Regarding the 1942-1943 transaction(s) between Lone Star Corporation (Delaware) and Lone Star Gas Company (Texas):*
 - a. *Identify whether the transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition, and whether such transaction included the potential liabilities of Council Bluffs Gas Company. If the transaction was another type of acquisition, please identify the type of acquisition.*

After review of historical documents that Sempra Energy came into possession of in connection with the EFH Acquisition and publicly available sources, Sempra Energy located documents that indicate that a Lone Star Gas Company was formed in Texas on or about December 11, 1942, by D.A. Hulcy, Roy C. Coffee, and Marshall Newcomb (the "Corporators"). These documents indicate that Lone Star Corporation (Delaware) (the "Corporation"), which was a holding company that owned securities of a number of operating companies, and the Corporators agreed to transfer to Lone Star Gas Company (Texas) (the "Company") specific assets pursuant to a plan of reorganization for the Corporation approved by the Securities and Exchange Commission (the "SEC") in 1942 in order to comply with the Public Utility Holding Company Act of 1935. These documents indicate that the transfer of assets from Corporation to Company did not include the assets or ownership of Council Bluffs Gas Company ("Council Bluffs") because the stock and securities of Council Bluffs were excluded from the transaction. These documents indicate that all of the outstanding securities of Council Bluffs appear to have been sold by the Corporation in a separate transaction to Raymond A. Smith, the nominee of John Nuveen, Jr., sometime after such sale was approved by the SEC on December 21, 1942. Sempra Energy has no information related to this matter other than what is in these historical documents and publicly available sources.

- b. *Provide all documents relating to such transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation, including without limitation the potential liabilities of Council Bluffs Gas Company; and*

Sempra Energy will provide documents in its possession, custody and control relating to the referenced transaction which it received after the EFH Acquisition, in addition to publicly available documents found on the internet. Please see Exhibits 1-7 on the enclosed flash drive.

- c. *Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and for five years following the transaction.*

After review of historical documents that Sempra Energy came into possession of in connection with the EFH Acquisition, Sempra Energy located documents that identify officers and directors of Lone Star Gas Company at the time of its formation. These documents are submitted with this response as Exhibits 3 and 7. However, these documents do not identify "majority" shareholders or any officers or directors of Lone Star Gas Corporation. Sempra Energy has no information related to this matter other than what is in these historical documents.

2. *Regarding the acquisition of Enserch Corporation by Texas Utilities in approximately 1997:*

- a. *Identify whether the transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition. If the transaction was another type of acquisition, please identify the type of acquisition.*

After review of historical documents that Sempra Energy came into possession of in connection with the EFH Acquisition and publicly available sources, Sempra Energy located documents that indicate that on or about August 5, 1997, Enserch Corporation merged with Texas Utilities Company ("TUC"). Sempra Energy has no information related to this matter other than what is in these historical documents and publicly available sources.

- b. *Provide all documents relating to such transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation; and*

Sempra Energy will provide documents in its possession, custody and control relating to the referenced transaction which it received after the EFH Acquisition, in addition to a publicly available document obtained from the Texas Secretary of State. Please see Exhibits 8 and 9.

- c. *Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and for five years following the transaction.*

After review of historical documents that Sempra Energy came into possession of in connection with the EFH Acquisition, Sempra Energy located documents that identify some officers and directors of Enserch Corporation and TUC for the time frame requested. However, these documents do not identify "majority" shareholders of either company. These documents are submitted with this response as Exhibits 8 and 10-13. Sempra Energy has no information related to this matter other than what is in these historical documents.

3. *Regarding the acquisition of Energy Future Holdings Corporation by Sempra Energy in approximately 2018:*

- a. *Identify whether the transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition. If the transaction was another type of acquisition, please identify the type of acquisition;*

Sempra Texas Merger Sub I, Inc. merged with and into the reorganized Energy Future Holdings Corp., with the reorganized Energy Future Holdings Corp. surviving as an indirect wholly-owned subsidiary of Sempra Energy pursuant to an Agreement and Plan of Merger, dated as of August 21, 2017 (as amended from time to time), by and among Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC, Sempra Energy, and Sempra Texas Merger Sub I, Inc. (formerly Power Play Merger Sub I, Inc.).

- b. *Provide all documents relating to such transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation; and*

The Agreement and Plan of Merger, dated as of August 21, 2017 (as amended from time to time), by and among Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC, Sempra Energy, and Sempra Texas Merger Sub I, Inc. (formerly Power Play Merger Sub I, Inc.) is included as Exhibit 14 to this response.

The First Amended Joint Plan of Reorganization of Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC and the EFH/EFIH Debtors Pursuant to Chapter 11 of the Bankruptcy Code is included as Exhibit 15 to this response.

The Order Confirming the First Amended Joint Plan of Reorganization of Energy Future Holding Corp., Energy Future Intermediate Holding Company LLC, and the EFH/EFIH Debtors Pursuant to Chapter 11 of the Bankruptcy Code is included as Exhibit 16 to this response.

- c. *Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and through the present.*

Sempra Energy has no information related to the majority shareholders, officers, and directors of Energy Future Holdings Corporation immediately prior to the EFH Acquisition.

Energy Future Holdings Corp., a Texas corporation, changed its name to Sempra Texas Holdings Corp. on March 9, 2018. At that time and thereafter, Sempra Texas Holdings Corp. has been wholly owned by Sempra Texas Holdco, LLC; Sempra Texas Holdco, LLC has been wholly owned by Sempra Texas BidCo, LLC; Sempra Texas BidCo, LLC has been wholly owned by Sempra Energy.

Below are all of the officers and directors of Sempra Texas Holdings Corp. since March 9, 2018:

Sempra Texas Holdings Corp. Directors/Officers at Transaction [CONFIDENTIAL INFORMATION]			
Title	Name	Date First Elected	Date Resigned
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Director	Yardley, James	5/9/2013	
Chairman	Reed, Debra	12/1/2012	11/30/2018
Chief Executive Officer	Reed, Debra	6/27/2011	5/1/2018
President	Reed, Debra	3/1/2017	5/1/2018
Corporate Group President - Infrastructure Businesses	Householder, Joseph	1/1/2017	5/1/2018
Executive Vice President - Corporate Strategy and External Affairs	Arriola, Dennis	1/1/2017	4/9/2018
Executive Vice President and Chief Financial Officer	Martin, Jeffrey	1/1/2017	5/1/2018
Executive Vice President and General Counsel	Wyrsh, Martha	9/3/2013	3/1/2019
Senior Vice President	Mihalik, Trevor	12/7/2013	5/1/2018
Senior Vice President	Rowland, G.	9/13/2014	
Vice President	Collier, Kathryn	4/25/2012	8/24/2018
Vice President - Audit Services	Sedgwick, Karen	1/4/2014	8/24/2018
Vice President - Gas Infrastructure Special Counsel	Bird, Justin	11/12/2016	8/24/2018
Vice President - Compliance and Governance	Espinosa, Maria Angelica	11/19/2016	1/12/2019
Vice President - Federal Government Affairs	Sabbaghian Brown, Maryam	9/10/2016	3/22/2019
Vice President - Corporate Tax	Yong, Paul	4/30/2009	
Chief Information Officer	Chase, P. Kevin	3/4/2017	6/18/2018
Chief Human Resources and Administrative Officer	Rowland, G.	5/10/2018	8/24/2018
Chief Regulatory Officer and Special Counsel	Keith, Erbin	9/22/2017	3/17/2019
Chief Accounting Officer	Mihalik, Trevor	7/14/2012	5/1/2018
Controller	Mihalik, Trevor	7/14/2012	5/1/2018
Chief Administrative Officer	Rowland, G.	9/13/2014	5/10/2018
Chief Human Resources Officer	Rowland, G.	9/13/2014	5/10/2018
Treasurer	Collier, Kathryn	4/25/2012	8/24/2018
Assistant Treasurer	MacNeil, Bruce	9/8/2017	4/19/2019

Corporate Secretary	Espinosa, Maria Angelica	11/19/2016	1/12/2019
Assistant Controller	DeMontigny, Mia	8/31/2015	6/14/2019
Assistant Controller	Bille, Valerie	6/15/2019	
Assistant Secretary	Wyrsh, Martha	5/10/2018	3/1/2019
Assistant Secretary	Jett, Jennifer	8/25/2018	3/17/2019
Assistant Secretary	McCulloch, Kari	12/6/2014	
Assistant Secretary	Teora, Kathleen	3/31/2012	
Director/Officer Appointments Post-Transaction			
Chief Strategy Officer	Arriola, Dennis	4/9/2018	9/30/2018
Executive Vice President - External Affairs and South America	Arriola, Dennis	4/9/2018	9/30/2018
Vice President - Investor Relations	Khan, Faisel	4/16/2018	3/17/2019
Vice President	Wall, Peter	4/21/2018	
Director	Martin, Jeffrey	5/1/2018	
Chief Executive Officer	Martin, Jeffrey	5/1/2018	
President	Householder, Joseph	5/1/2018	
Executive Vice President and Chief Financial Officer	Mihalik, Trevor	5/1/2018	
Chief Operating Officer	Householder, Joseph	5/1/2018	
Chief Accounting Officer	Wall, Peter	5/1/2018	
Controller	Wall, Peter	5/1/2018	
Vice President - Corporate Communications and Sustainability	Alexander, Lisa M.	5/19/2018	
Vice President	Sedgwick, Karen	8/25/2018	4/19/2019
Vice President - Audit Services	Shults, Emily C.	8/25/2018	6/28/2019
Vice President - Mergers and Acquisitions	Mor, Sandeep	8/25/2018	
Chief Culture Officer	Rowland, G.	8/25/2018	
Treasurer	Sedgwick, Karen	8/25/2018	4/19/2019
Strategic Initiatives Officer	Glatch, Lisa	9/18/2018	3/22/2019
Group President	Arriola, Dennis	10/1/2018	
Executive Vice President	Arriola, Dennis	10/1/2018	
Director	Mears, Michael	10/11/2018	
Director	Walker, Cynthia	10/11/2018	
Group President - U.S. Utilities	Wagner, Patricia	11/17/2018	7/1/2019

Executive Vice President - Corporate Development and Technology	Mayer, Bethany	11/26/2018	1/4/2019
Chairman	Martin, Jeffrey	12/1/2018	
Deputy General Counsel	Keith, Erbin	3/18/2019	
Senior Vice President - Finance and Investor Relations	Khan, Faisel	3/18/2019	
Vice President - Security and Technology	Trapp, Eric	3/18/2019	
Corporate Secretary	Jett, Jennifer	3/18/2019	
Deputy General Counsel	Borthwick, Robert	3/23/2019	
Deputy General Counsel	Clark, Randall	4/6/2019	
Chief Human Resources Officer	Clark, Randall	4/6/2019	
Vice President and Treasurer	MacNeil, Bruce	4/20/2019	
Group President	Bilicic, George	6/17/2019	
Director	Warner, Cynthia	6/19/2019	
Director	Mayer, Bethany	6/19/2019	
Vice President - Audit Services	Collier, Kathryn	6/29/2019	
Assistant Treasurer	Billings, Patrick	6/29/2019	
Vice President – Federal Government Affairs	Kelly, Brian L.	7/8/2019	

4. *Identify the current status of Sempra Energy, including the current company name, ownership, whether it has dissolved itself into any other corporation, subsidiary, division or other entity, and if so, identify the entities.*

Sempra Energy is a California corporation and is publicly traded on the New York Stock Exchange.

Regarding each transaction:

- a. *Identify whether each transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition. If the transaction was another type of acquisition, please identify the type of acquisition;*

Not applicable.

- b. *Provide all documents relating to each transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation; and*

Not applicable.

- c. Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and for five years following the transaction.*

As of the date of this response, no one stockholder holds more than 50% of the shares of Sempra Energy. Please see the response to 3.c. above regarding officers and directors of Sempra Energy.

- 5. Identify the current status of Lone Star Gas Company (Texas), including the current company name, ownership, whether it has dissolved itself into any other corporation, subsidiary, division or other entity, and if so, identify the entities.*

After review of historical documents that Sempra Energy came into possession of in connection with the EFH Acquisition, Sempra Energy located historical documents that indicate that on or about October 8, 1975, Lone Star Gas Company changed its name to Enserch Corporation and that in connection with an internal reorganization, the business of the Lone Star Gas Company relating to its utility operations was consolidated and operated as an unincorporated division under the new name "Lone Star Gas Company, a Division of ENSERCH CORPORATION." Sempra Energy has no information related to this matter other than what is in these historical documents.

Regarding each transaction:

- a. Identify whether each transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition. If the transaction was another type of acquisition, please identify the type of acquisition;*

Not applicable.

- b. Provide all documents relating to each transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation; and*

Sempra Energy will provide documents in its possession, custody and control relating to the referenced name change that Sempra Energy came into possession of in connection with the EFH Acquisition. Sempra Energy has no information related to this matter other than what is in these historical documents. Please see Exhibits 7 and 18.

- c. Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and for five years following the transaction.*

After review of historical documents that Sempra Energy came into possession of in connection with the EFH Acquisition, Sempra Energy located documents that identify some officers and directors for the time frame specified. However, these documents do not identify "majority" shareholders of either company. Sempra Energy has no information related to this matter other than what is in these historical documents. Please see Exhibits 7 and 18.

6. *Identify the current status of Enserch Corporation, including the current company name, ownership, whether it has dissolved itself into any other corporation, subsidiary, division or other entity, and if so, identify the entities.*

Sempra Energy has no information responsive to this request.

Regarding each transaction:

- a. *Identify whether each transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition. If the transaction was another type of acquisition, please identify the type of acquisition;*

Sempra Energy has no information responsive to this request other than what is stated in response to 2.a. above.

- b. *Provide all documents relating to each transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation; and*

Sempra Energy has no information responsive to this request other than what is stated in response to 2.b. above.

- c. *Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and for five years following the transaction.*

Sempra Energy has no information responsive to this request other than what is stated in response to 2.c. above.

7. *Identify the current status of Energy Future Holdings Corporation, including the current company name, ownership, whether it has dissolved itself into any other corporation, subsidiary, division or other entity, and if so, identify the entities.*

Please see response to 3.c. above.

Regarding each transaction:

- a. *Identify whether each transaction consisted of a merger, consolidation, sale or transfer of assets, or other type of acquisition. If the transaction was another type of acquisition, please identify the type of acquisition;*

Not applicable.

- b. *Provide all documents relating to each transaction, including documents pertaining to any agreements, express or implied, for the purchasing corporation to assume any or all liabilities of the selling corporation; and*

Not applicable.

- c. *Identify the majority shareholders, officers, and directors of both companies at the time of the transaction and for five years following the transaction.*

Please see response to 3.c. above.

8. *Please provide all approved reorganization plans and associated court orders for Energy Future Holdings Corporation in the Chapter 11 bankruptcy commenced in the Bankruptcy Court for the District of Delaware under the lead case numbered 14-10979 (CSS); including:*

All filings and associated court orders for Energy Future Holdings Corp. related to the Chapter 11 bankruptcy in the Bankruptcy Court for the District of Delaware Case # 14-10979 may be found, viewed and downloaded from <https://dm.epiq11.com/case/EFH/dockets>. Documents can be searched by D.I. number, date, and docket text, among other things.

- a. *The Third Amended Joint Plan of Reorganization of Energy Future Holdings Corp., et al., Pursuant to Chapter 11 of the Bankruptcy Code, dated August 23, 2016 (D.I. 9374);*

Please see Exhibit 17.

- b. *Order Confirming the Third Amended Joint Plan of Reorganization of Energy Future Holdings Corp., et al., Pursuant to Chapter 11 of the Bankruptcy Code (D.I. 9421);*

Please see Exhibit 17.

- c. *The First Amended Joint Plan of Reorganization of Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC, and the EFH/EFIH Debtors Pursuant to Chapter 11 of the Bankruptcy Code, dated February 15, 2018 (D.I. 12653); and*

Please see Exhibit 16.

- d. *Order Confirming the First Amended Joint Plan of Reorganization of Energy Future Holdings Corp., Energy Future Intermediate Holding Company LLC, and the EFH/EFIH Debtors Pursuant to Chapter 11 of the Bankruptcy Code, dated February 15, 2018 (D.I. 12763).*

Please see Exhibit 16.

9. *If Sempra Energy, Energy Future Holdings Corporation, TXU Corporation, Texas Utilities, Enserch Corporation, or Lone Star Gas Company have had any changes in company name, ownership, or structure, or have obtained an interest in or dissolved themselves of an interest in any other corporation, subsidiary, division or other entity, other than those transactions identified in the responses above, identify such*

transactions. State if the transaction consisted of a name change, merger, consolidation, or sale or transfer of assets, and submit all documents pertaining to any agreements, express or implied, for the purchasing corporation to assume the liabilities of the selling corporation.

Sempra Energy objects to this request for the general reasons stated in the cover letter to this response. Sempra Energy further objects to this request specifically as grossly overbroad, unintelligible, not limited as to time frame, burdensome, and irrelevant to information authorized to be sought by 42 U.S.C. § 9604(e)(2).

10. *If you are aware of any other person or entity with information responsive to this request, please identify such persons.*

Sempra Energy is unaware of any such persons or entities.